

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**In Re: Methyl Tertiary Butyl Ether ("MTBE")
Products Liability Litigation**

This document relates to:

Orange County Water District v. Unocal Corp., et al.,
No. 04. Civ. 4968 (SAS)

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ORDER

Master File No. 1:00-1898
MDL 1358 (SAS)
M21-88

CASE MANAGEMENT ORDER #116
(Trial Sites and Dismissed Sites)

On May 6, 2003, Plaintiff Orange County Water District ("OCWD") filed its Complaint against Defendants Unocal Corporation, individually and formerly known as Union Oil Company of California; Tosco Corporation; ConocoPhillips Company; Chevron U.S.A. Inc.; ChevronTexaco Corporation; Texaco Refining & Marketing, Inc.; Equilon Enterprises, LLC; Shell Oil Company; Exxon Mobil Corporation; Mobil Corporation; Ultramar Inc.; Valero Refining Company – California; Valero Marketing and Supply Company; Atlantic Richfield Company; BP Products North America, Inc.; Lyondell Chemical Company, individually and formerly known as Arco Chemical Company; G&M Oil Company, Inc.; 7-Eleven, Inc.; USA Gasoline Corporation; and Does 1-600 inclusive, in Orange County Superior Court, alleging that Defendants were liable for contaminating Orange County Water District's drinking water supplies with MTBE and TBA. The Complaint was subsequently amended to add Defendants and correct Defendants' names.

The case was removed to federal court and transferred to this court, where discovery and pretrial matters have been proceeding. The parties have completed all discovery related to the stations previously identified by the parties as focus plume stations. Based upon the stations

listed on the matrix attached as Exhibit A (“Focus Plume Stations”) and the stipulation of the parties attached as Exhibit B (“Stipulation”), this Case Management Order identifies the stations and Defendants at each station against whom OCWD will assert causes of action at the focus plume trial and the causes of action that will be asserted. Defendants do not stipulate to the validity and/or viability of any claims or as to any station names referenced in Exhibit A. Plaintiff does not stipulate to any lack of validity of its claims at stations or against defendants dropped from the matrix.

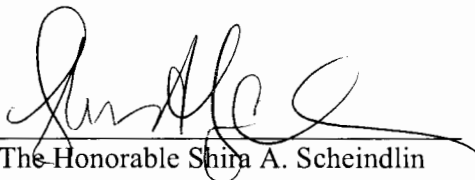
After considering the foregoing, the revised Focus Plume Station matrix attached hereto as Exhibit A, the Stipulation as to Defendants’ ownership, operation, and/or gasoline supply relationships with the Focus Plume Stations attached hereto as Exhibit B and the arguments of counsel, it is hereby **ORDERED** that:

Plaintiff may assert claims at the Focus Plume Stations only against the Defendant(s) identified for each station in the Focus Plume Station matrix attached hereto as Exhibit A and only for the causes of action identified at each station in the Focus Plume Station matrix. The Focus Plume Station matrix may be modified to delete stations and/or Defendants as to each station, but cannot be revised to add stations and/or Defendants to a station at which they are not currently listed. Claims with regard to “focus plume” stations previously identified on the April 14, 2014, matrix in this case but not identified on Exhibit A and claims against defendants at Focus Plume Stations where the defendant is not identified in the station matrix attached hereto as Exhibit A are dismissed with prejudice. This Order does not address or apply to claims that were the subject of the Court’s November 16, 2009, Opinion and Order on the statute of limitations. This Order does not address or apply to claims at any stations other than the Focus

Plume Stations listed on Exhibit A and focus plume stations previously identified on the April 14, 2014, matrix in this case.

The Stipulation may be read to a jury to the extent indicated in Exhibit B.

SO ORDERED:


The Honorable Shira A. Scheindlin

7/15/14

EXHIBIT A

Orange County Water District v. Unocal Corp., et al.
Service Station Matrix

EXHIBIT A**Orange County Water District v. Unocal Corp., et al.****Service Station Matrix**

Plume #	Station Name & Address	Causes of Action	Defendant(s)
1	Arco #1887 16742 Beach Boulevard, Huntington Beach	Nuisance OCWD Act Declaratory Relief	B.P. Lyondell Tesoro Valero Defendants ¹
1	G&M #4 16990 Beach Boulevard, Huntington Beach	Nuisance OCWD Act Declaratory Relief	Chevron U.S.A. Inc. G&M Oil Lyondell Tesoro Valero Defendants
1	Texaco #8520/Texaco #121608 8520 Warner Avenue, Fountain Valley	Nuisance OCWD Act Declaratory Relief	Texaco Equilon Lyondell Tesoro Valero Defendants
1	Unocal #5376 8971 Warner Avenue, Huntington Beach	Nuisance OCWD Act Declaratory Relief	Union Oil Lyondell Tesoro Valero Defendants

¹ Valero Defendants include Valero Marketing and Supply, Inc., Valero Refining Company–California, and Ultramar, Inc.

EXHIBIT A**Orange County Water District v. Unocal Corp., et al.****Service Station Matrix**

Plume #	Station Name & Address	Causes of Action	Defendant(s)
1	Exxon #4283/Chevron #208552 8980 Warner Avenue, Fountain Valley	Strict Products Negligence Nuisance OCWD Act Declaratory Relief	Exxon Mobil Corporation (Nuisance, OCWD Act and Declaratory Relief only) Chevron U.S.A. Inc. Lyondell Valero Defendants
1	Mobil #18-G6B 9024 Warner Avenue, Fountain Valley	Nuisance OCWD Act Declaratory Relief	ExxonMobil Oil Corporation Lyondell Valero Defendants
1	Texaco #121681 9475 Warner Avenue, Fountain Valley	Nuisance OCWD Act Declaratory Relief	Texaco Equilon Lyondell Tesoro Valero Defendants
1	Unocal #5399 9525 Warner Avenue, Fountain Valley	Nuisance OCWD Act Declaratory Relief	Union Oil Lyondell Tesoro Valero Defendants
2	Mobil #18-HDR 3195 Harbor Boulevard, Costa Mesa	Nuisance OCWD Act Declaratory Relief	ExxonMobil Oil Corporation Lyondell Valero Defendants

EXHIBIT A**Orange County Water District v. Unocal Corp., et al.****Service Station Matrix**

Plume #	Station Name & Address	Causes of Action	Defendant(s)
2	Arco #6131 3201 Harbor Boulevard, Costa Mesa	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	B.P. Lyondell Tesoro Valero Defendants
2	Mobil #18-JMY 3470 Fairview Road, Costa Mesa	Nuisance OCWD Act Declaratory Relief	ExxonMobil Oil Corporation Lyondell Valero Defendants
3	Arco #1912 18480 Brookhurst Street, Fountain Valley	Nuisance OCWD Act Declaratory Relief	B.P. Lyondell Tesoro Valero Defendants
3	Thrifty #383 18520 Brookhurst Street, Fountain Valley	Nuisance OCWD Act Declaratory Relief Strict Liability Negligence	B.P. Lyondell Tesoro Valero Defendants
3	Arco #1905 18025 Magnolia Street, Fountain Valley	Nuisance OCWD Act Declaratory Relief	B.P. Lyondell Tesoro Valero Defendants

EXHIBIT A**Orange County Water District v. Unocal Corp., et al.**
Service Station Matrix

Plume #	Station Name & Address	Causes of Action	Defendant(s)
3	Beacon Bay Car Wash FV 10035 Ellis Avenue, Fountain Valley	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	Union Oil (Nuisance, OCWD Act and Declaratory Relief only) Texaco Equilon Lyondell Valero Defendants
8	Mobil #18-HEP 2921 South Bristol Street, Santa Ana	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	ExxonMobil Oil Corporation Lyondell Valero Defendants
8	G&M #24 3301 Bristol Street, Santa Ana	Nuisance OCWD Act Declaratory Relief	Texaco Chevron U.S.A. Inc. G&M Oil Lyondell Tesoro Valero Defendants
8	Arco #3085 3361 South Bristol Street, Santa Ana	Nuisance OCWD Act Declaratory Relief	B.P. Lyondell Tesoro Valero Defendants

EXHIBIT A

Orange County Water District v. Unocal Corp., et al.
Service Station Matrix

Plume #	Station Name & Address	Causes of Action	Defendant(s)
8	Chevron #1921 3801 South Bristol Street, Santa Ana	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	Chevron U.S.A. Inc. Lyondell Tesoro Valero Defendants
8	Beacon Bay Car Wash SA 1501 West MacArthur Boulevard, Santa Ana	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	Union Oil (Nuisance, OCWD Act and Declaratory Relief only) Texaco Equilon Lyondell
9	Huntington Beach Arco 6002 Bolsa Avenue, Huntington Beach	Nuisance OCWD Act Declaratory Relief	Texaco B.P. Lyondell Tesoro Valero Defendants
9	Unocal #5123 14972 Springdale Street, Huntington Beach	Nuisance OCWD Act Declaratory Relief	Union Oil Lyondell Tesoro Valero Defendants
9	Westminster Shell 5981 Westminster Avenue, Westminster	Nuisance OCWD Act Declaratory Relief	Shell Equilon Lyondell Tesoro Valero Defendants

EXHIBIT A**Orange County Water District v. Unocal Corp., et al.**
Service Station Matrix

Plume #	Station Name & Address	Causes of Action	Defendant(s)
9	Chevron #9-5401 5992 Westminster Boulevard, Westminster	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	Chevron U.S.A. Inc. Lyondell Tesoro Valero Defendants
9	Thrifty #368 6311 Westminster Boulevard, Westminster	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	B.P. Lyondell Tesoro Valero Defendants
9	Unocal #5226 6322 Westminster Avenue, Westminster	Nuisance OCWD Act Declaratory Relief	Union Oil ConocoPhillips Defendants ² Lyondell Tesoro Valero Defendants
30	Unocal #5792/ConocoPhillips #5792 4002 Ball Road, Cypress	Nuisance OCWD Act Declaratory Relief	Union Oil ConocoPhillips Defendants Lyondell Tesoro Valero Defendants

² ConocoPhillips Defendants include ConocoPhillips Company and Tosco.

EXHIBIT A

Orange County Water District v. Unocal Corp., et al.
Service Station Matrix

Plume #	Station Name & Address	Causes of Action	Defendant(s)
63	Arco #6036 13142 Goldenwest Street, Westminster	Nuisance OCWD Act Declaratory Relief	B.P. Lyondell Tesoro Valero Defendants
72	Chevron #9-5568 12541 Seal Beach Boulevard, Seal Beach	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	Chevron U.S.A. Inc. Lyondell Tesoro Valero Defendants
92	Mobil #18-668 16230 Harbor Boulevard, Fountain Valley	Nuisance OCWD Act Declaratory Relief	ExxonMobil Oil Corporation Lyondell Valero Defendants
127	World Oil #39 3450 West Ball Road, Anaheim	Strict Liability Negligence Nuisance OCWD Act Declaratory Relief	B.P. Exxon (Nuisance, OCWD Act and Declaratory Relief only) Lyondell Valero Defendants

EXHIBIT B

THIS SECTION IS NOT TO BE READ TO OR PROVIDED TO THE JURY

OCWD alleges claims on a joint and several basis at each of the stations listed on Exhibit A. To streamline the case for dispositive motions and trial, each individual Defendant listed below makes the following stipulations as to certain Focus Plume Stations, including stipulations with respect to supply of MTBE gasoline to those stations. By entering into this stipulation, Defendants do not stipulate to the validity of any claims. By entering into this stipulation, Plaintiff does not stipulate to the validity of any defenses.

The parties agree and stipulate that nothing in this stipulation shall be construed as a waiver of OCWD's right to challenge on appeal the Court's November 16, 2009, Opinion and Order on the statute of limitations with respect to any and all stations and defendants that were the subject of that Opinion and Order. If the Court's November 16, 2009, Opinion and Order on the statute of limitations is overturned on appeal, the parties further agree and stipulate that nothing in this stipulation shall be construed as a waiver of OCWD's right to pursue negligence, strict liability and permanent nuisance claims with respect to all stations that were the subject of the Opinion and Order against those Defendants named at each such station in Exhibit A. The parties further agree and stipulate that nothing in this stipulation applies to, nor shall the stipulation be construed to apply to, claims at any stations other than the Focus Plume Stations as set forth below or previously listed "focus plume" stations not on Exhibit A.

Defendants dispute and deny the claims asserted at all stations. Plaintiff disputes and denies the defenses asserted at all stations. Notwithstanding that a Defendant has agreed, for purposes of this stipulation, that it will not argue that other Defendants' MTBE gasoline was supplied to a particular station during the period that Defendant supplied the station, all

Defendants reserve the right to seek contribution and/or indemnity from any other person (including any Defendant).

THIS SECTION MAY BE READ TO THE JURY

In order to streamline the case for trial, each individual Defendant listed below makes the following stipulations. Defendants dispute and deny the claims asserted at all stations and, by entering into this stipulation, do not stipulate to the validity of any claims. Plaintiff disputes and denies the defenses asserted at all stations and, by entering into this stipulation, does not stipulate to the validity of any defenses. This stipulation does not affect any claims by Plaintiff against any party who has not signed this stipulation who directly or indirectly supplied gasoline and/or MTBE to a Defendant who did sign this stipulation or that Defendant's predecessor corporations.

Chevron U.S.A. Inc. ("CUSA")

1. ***Chevron #9-1921—3801 S. Bristol Street, Santa Ana.*** CUSA owned Chevron #9-1921, including underground storage tanks (USTs), from 1986 until after December 31, 2003. Any MTBE gasoline delivered to Chevron #9-1921 between 1986 and September 19, 1995, was supplied by CUSA. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Chevron #9-1921 between September 20, 1995, and January 14, 2003, contained MTBE and was supplied by CUSA. Chevron branded gasoline was sold at Chevron #9-1921 during the entire relevant time period.

2. ***Chevron #9-5401—5992 Westminster Boulevard, Westminster.*** CUSA owned Chevron #9-5401, including USTs, from 1986 until January 7, 2002. Any MTBE gasoline delivered to Chevron #9-5401 between 1986 and September 17, 1995, was supplied by CUSA. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Chevron #9-5401 between September 18, 1995, and January 14, 2002, contained

MTBE and was supplied by CUSA. Chevron branded gasoline was sold at Chevron #9-5401 during the entire relevant time period.

3. ***Chevron #9-5568—12541 Seal Beach Boulevard, Seal Beach.*** CUSA owned Chevron #9-5568, including USTs, from 1986 through December 31, 2003. Any MTBE gasoline delivered to Chevron #9-5568 between 1986 and September 18, 1995, was supplied by CUSA. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Chevron #9-5568 between September 19, 1995, and December 31, 2002, contained MTBE and was supplied by CUSA. Chevron branded gasoline was sold at Chevron #9-5568 during the entire relevant time period.

4. ***G&M # 4—16990 Beach Boulevard, Huntington Beach.*** Any MTBE gasoline delivered to G&M #4 between December 1, 1991, and September 18, 1995, was supplied by CUSA. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to G&M #4 between September 19, 1995, and December 29, 2002, contained MTBE and was supplied by CUSA. Chevron branded gasoline was sold at G&M #4 during the entire time period between December 1, 1991, and December 29, 2002.

5. ***Chevron #208554—8980 Warner Avenue, Fountain Valley.*** All gasoline delivered to Chevron #208554 between June 22, 1999, and December 31, 2002, contained MTBE and was supplied by CUSA. Chevron branded gasoline was sold at Chevron #208554 during the entire time period between June 22, 1999, and December 31, 2002.

6. ***G&M #24—3301 Bristol Street, Santa Ana.*** All gasoline delivered to G&M #24 between April 4, 1997, and December 31, 2002, contained MTBE and was supplied by CUSA. Chevron branded gasoline was sold at G&M #24 during the entire time period between April 4, 1997, and December 31, 2002.

7. CUSA makes the stipulations in Paragraphs 1-6 based on its agreement with OCWD that OCWD will not associate CUSA with the following service stations on OCWD's Station Matrix: Arco #1887; Texaco #8520/Texaco #121608; Shell #204359403; Unocal #5376; Mobil #18-G6B; Unocal #5399; Texaco #121681; Mobil #18-HDR; Arco #6131; Mobil #18-

JMY; Arco #1912; Arco #1905; Beacon Bay Car Wash Fountain Valley; Mobil #18-HEP; Arco #3085; Beacon Bay Car Wash Santa Ana; Unocal #5123; Huntington Beach Arco; Shell #6502; Westminster Shell; Unocal #5226; Unocal #5792; Arco #6036; Thrifty #383; Thrifty #368; World Oil #39; and Mobil #18-668.

Union Oil Company of California ("Union Oil")

1. ***Unocal #5376—8971 Warner Avenue, Huntington Beach.*** Union Oil owned Unocal #5376, including the USTs, from 1986 until 1998, although the station was closed in March 1992 and the USTs were removed in January 1993. Any MTBE gasoline delivered to Unocal #5376 between 1986 and February 18, 1992, was supplied by Union Oil. Not all gasoline supplied during this time period, however, contained MTBE. Union Oil branded gasoline was sold at Unocal #5376 during the entire time period between 1986 and February 18, 1992.

2. ***Unocal #5399—9525 Warner Avenue, Fountain Valley.*** Union Oil owned Unocal #5399, including the USTs, from 1986 until 1998, although the station was closed in March 1993 and the USTs were removed in January 1994. Any MTBE gasoline delivered to Unocal #5399 between 1986 and April 1, 1993, was supplied by Union Oil. Not all gasoline supplied during this time period, however, contained MTBE. Union Oil branded gasoline was sold at Unocal #5399 during the entire time period between 1986 and April 1, 1993.

3. ***Beacon Bay Car Wash FV—10035 Ellis Avenue, Fountain Valley.*** Any MTBE gasoline delivered to Beacon Bay Car Wash FV between 1986 and August 24, 1994, was supplied by Union Oil. Not all gasoline supplied during this time period, however, contained MTBE.

4. ***Beacon Bay Car Wash SA—1501 West MacArthur Boulevard, Santa Ana.*** Any MTBE gasoline delivered to Beacon Bay Car Wash SA between 1986 and August 23, 1994, was supplied by Union Oil. Not all gasoline supplied during this time period, however, contained MTBE.

5. ***Unocal #5123—14972 Springdale, Huntington Beach.*** Union Oil owned Unocal #5123, including USTs, from 1986 until the station was demolished in 1994. Any MTBE gasoline delivered to Unocal #5123 between 1986 and September 30, 1994, was supplied by Union Oil. Not all gasoline supplied during this time period, however, contained MTBE. Union Oil branded gasoline was sold at Unocal #5123 during the entire time period between 1986 and September 30, 1994.

6. ***Unocal #5226—6322 Westminster Avenue, Westminster.*** Union Oil owned Unocal #5226, including USTs, from 1986 until March 1997, when Unocal #5226 was sold to Tosco. Any MTBE gasoline delivered to Unocal #5226 between 1986 and April 1, 1993, was supplied by Union Oil. Not all gasoline supplied during this time period, however, contained MTBE. Union Oil branded gasoline was sold at Unocal #5226 during the entire time period between 1986 and April 1, 1993.

7. ***Unocal #5792—4002 Ball Road, Cypress.*** Union Oil leased this station from 1986 until March, 1997, when Unocal #5792 was sold to Tosco. Any MTBE gasoline delivered to Unocal #5792 between 1986 and September 20, 1995, was supplied by Union Oil. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Unocal #5792 between September 20, 1995, and March 1997 contained MTBE and was supplied by Union Oil. Union Oil branded gasoline was sold at Unocal #5792 during the entire time period between 1986 and April 1, 1997.

8. Union Oil makes the stipulations in Paragraphs 1-7 based on its agreement with OCWD that OCWD will not associate Union Oil with the following service stations on OCWD's Station Matrix: Arco #1887; G&M #4; Texaco #8520/Texaco #121608; Shell #204359403; Exxon #4283/Chevron #208554; Mobil #18-G6B; Texaco #121681; Mobil #18-HDR; Arco #6131; Mobil #18-JMY; Arco #1912; Thrifty #383; Arco #1905; Mobil #18-HEP; G&M #24; Arco #3085; Chevron #1921; Huntington Beach Arco; Shell #6502; Westminster Shell; Chevron #9-5401; Thrifty #368; Arco #6036; Chevron #9-5568; World Oil #39; and Mobil #18-668.

Texaco Refining and Marketing Inc. ("Texaco")

1. ***Texaco #8520/#121608 - 8520 Warner Avenue, Fountain Valley.*** Between October 1986 and December 2003, one of the Shell Defendants owned the USTs and real property at this site. Texaco leased Texaco #8520 to a dealer from before 1986 until 1998. Any MTBE gasoline delivered to this station between 1986 and September 20, 1995, was supplied by Texaco. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Texaco #8520/#121608 between September 20, 1995, and 1998 contained MTBE and was supplied by Texaco. Beginning in 1998 until December 2003, Equilon Enterprises LLC leased Texaco #8520/#121608 to a dealer. All gasoline delivered to Texaco #8520/#121608 between 1998 and 2002 contained MTBE and was supplied by Equilon. Texaco-branded gasoline was sold at this station from 1986 through approximately 2002. The station became Shell-branded in approximately 2002.

2. ***Texaco #121681 - 9475 Warner Avenue, Fountain Valley.*** Texaco leased Texaco #121681 to a dealer from before 1986 until 1998. Between 1989 and December 2002, Shell Defendants owned the USTs at this site. Any MTBE gasoline delivered to this station between 1986 and September 20, 1995, was supplied by Texaco. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Texaco #121681 between September 20, 1995, and 1998 contained MTBE and was supplied by Texaco. Texaco-branded gasoline was sold at this station from 1986 through approximately 2002. Beginning in 1998 and until December 2002, Equilon Enterprises LLC leased Texaco #121681 to a dealer. All gasoline delivered to Texaco #121681 between 1998 and December 2002 contained MTBE and was supplied by Equilon. Shell branded gasoline was sold at this station during 2002. The station closed in December 2002.

3. ***Beacon Bay Car Wash, Fountain Valley - 10035 Ellis Avenue, Fountain Valley.***

Any MTBE gasoline delivered to Beacon Bay Fountain Valley between 1994 and September 20, 1995, was supplied by Texaco. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Beacon Bay Car Wash Fountain Valley between September 20, 1995, and 1998 contained MTBE and was supplied by Texaco. All gasoline delivered to Beacon Bay Fountain Valley between 1998 and 2001 contained MTBE and was supplied by Equilon Enterprises LLC. Texaco branded gasoline was sold at the Beacon Bay Fountain Valley station from 1994-2001.

4. ***Beacon Bay Car Wash Santa Ana - 1501 West MacArthur Blvd., Santa Ana.***

Any MTBE gasoline delivered to Beacon Bay Santa Ana between May 1, 1994, and September 20, 1995, was supplied by Texaco. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Beacon Bay Car Wash Santa Ana between September 20, 1995, and 1998 contained MTBE and was supplied by Texaco. All gasoline delivered to Beacon Bay Car Wash Santa Ana between 1998 and 2001 contained MTBE and was supplied by Equilon Enterprises LLC. Texaco branded gasoline was sold at the Beacon Bay Santa Ana station from 1994-2001.

5. ***Huntington Beach Arco - 6002 Bolsa Avenue, Huntington Beach.*** If any MTBE gasoline was delivered to Huntington Beach Arco between 1989 and April 1990, it was supplied by Texaco. Not all gasoline supplied during this time period, however, contained MTBE. Texaco branded gasoline was sold at the station from June 1, 1987 through April 1990.

6. ***G&M #24 - 3301 Bristol Street, Santa Ana.*** Any MTBE gasoline delivered to G&M #24 between December 15, 1991, and 1994, was supplied by Texaco. Not all gasoline supplied during this time period, however, contained MTBE.

7. Texaco makes the stipulations in Paragraphs 1-6 based on its agreement with OCWD that OCWD will not make claims against Texaco with respect to the following service stations on OCWD's Station Matrix: Arco #1887; G&M #4; former Shell #204359403; Unocal #5376; Exxon #4283/Chevron #208552; Mobil #18-G6B; Unocal #5399; Mobil #18-HDR; Arco #6131; Mobil #18-JMY; Arco #1912; Arco #1905; Mobil #18-HEP; Arco #3085; Chevron #9-1921; Shell #6502; Unocal #5123; Westminster Shell; Chevron #9-5401; Unocal #5226; Unocal #5792; Arco #6036; Chevron #9-5568; Thrifty #383; Thrifty #368; World Oil #39; and Mobil #18-668.

Shell Oil Company ("Shell")

1. ***Westminster Shell – 5981 Westminster Avenue, Westminster.*** Shell Defendants leased the Westminster Shell to a dealer from 1991 through 1998. Shell Defendants owned USTs at this site from 1986 to December 2001. Any MTBE gasoline delivered to Westminster Shell between 1991 and September 20, 1995, was supplied by Shell Defendants. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Westminster Shell between September 20, 1995, and 1998 contained MTBE and was supplied by Shell.

2. Shell makes the stipulations in Paragraph 1 based on its agreement with OCWD that OCWD will not make claims against Shell with respect to the following service stations on OCWD's Station Matrix: Arco #1887; G&M #4; former Shell #204359403; Texaco #8520/#121608; Unocal #5376; Exxon #4283/Chevron #208552; Mobil #18-G6B; Texaco #121681; Unocal #5399; Mobil #18-HDR; Arco #6131; Mobil #18-JMY; Arco #1912; Arco #1905; Beacon Bay Fountain Valley; Mobil #18-HEP; G&M #24; Arco #3085; Chevron #9-

1921; Beacon Bay Santa Ana; Huntington Beach Arco; Unocal #5123; Chevron #9-5401; Unocal #5226; Unocal #5792; Arco #6036; Chevron #9-5568; Thrifty #383; Thrifty #368; World Oil #39; and Mobil #18-668.

Equilon Enterprises LLC ("Equilon")

1. ***Texaco #8520/#121608 - 8520 Warner Avenue, Fountain Valley.*** Beginning in 1998, Equilon Enterprises LLC leased Texaco #8520 to a dealer. All gasoline delivered to Texaco #8520/#121608 between 1998 and December 2002 contained MTBE and was supplied by Equilon Enterprises LLC.
2. ***Texaco #121681 - 9475 Warner Avenue, Fountain Valley.*** Beginning in 1998, Equilon Enterprises LLC leased Texaco #121681 to a dealer. All gasoline delivered to Texaco #121681 between 1998 and December 2002 contained MTBE and was supplied by Equilon Enterprises LLC. Shell branded gasoline was sold at this station during 2002. The station closed in December 2002.
3. ***Beacon Bay Car Wash, Fountain Valley - 10035 Ellis Avenue, Fountain Valley.*** All gasoline delivered to Beacon Bay Car Wash between 1998 and 2001 contained MTBE and was supplied by Equilon Enterprises LLC.
4. ***Beacon Bay Car Wash Santa Ana - 1501 West MacArthur Blvd., Santa Ana.*** All gasoline delivered to Beacon Bay Car Wash Santa Ana between 1998 and 2001 contained MTBE and was supplied by Equilon Enterprises LLC.
5. ***Westminster Shell – 5981 Westminster Avenue, Westminster.*** Beginning in 1998 through 2001, Equilon Enterprises LLC leased the Westminster Shell to a dealer. All gasoline delivered to Westminster Shell between 1998 and 2001 contained MTBE and was

supplied by Equilon Enterprises LLC. Equilon did not operate the Westminster Shell. The station closed in 2001. Shell branded gasoline was sold at the station from 1991 through 2001.

6. Equilon makes the stipulations in Paragraphs 1-5 based on its agreement with OCWD that OCWD will not make claims against Equilon with respect to the following service stations on OCWD's Station Matrix: Arco #1887; G&M #4; former Shell #204359403; Unocal #5376; Exxon #4283/Chevron #208552; Mobil #18-G6B; Unocal #5399; Mobil #18-HDR; Arco #6131; Mobil #18-JMY; Arco #1912; Arco #1905; Mobil #18-HEP; G&M #24; Arco #3085; Chevron #9-1921; Huntington Beach Arco; Unocal #5123; Chevron #9-5401; Unocal #5226; Unocal #5792; Arco #6036; Chevron #9-5568; Thrifty #383; Thrifty #368; World Oil #39; and Mobil #18-668.

Exxon Mobil Corporation

1. ***Exxon #4283—8980 Warner Ave., Fountain Valley.*** Exxon Corporation owned the property from at least 1987 until June 1996 and owned the USTs at the station from 1987 until 1992. The station was permanently closed in July 1992 and the USTs were removed in September 1992. From July 1990 through December 1990, the only gasoline supplied to this station that may have contained MTBE was Exxon Extra Unleaded. However, not all Exxon Extra Unleaded gasoline contained MTBE. Exxon branded gasoline was sold at the station and supplied by Exxon Corporation from 1987 through station closure in July 1992.

2. ***World Oil #39—3450 West Ball Road, Anaheim.*** Beginning no earlier than July 1, 1997, and ending May 14, 2000, all gasoline delivered to World Oil #39 contained MTBE and was supplied by Exxon. Exxon branded gasoline was sold at this station during this period.

3. Exxon Mobil Corporation makes the stipulations in Paragraphs 1-2 based on its agreement with OCWD that OCWD will not associate Exxon Mobil Corporation/Exxon

Corporation with the following service stations on OCWD's Second Revised Service Station Matrix: Arco #1887, G&M #4, Shell #204359403, Texaco #8520/Texaco #121608, Unocal #5376, Texaco #121681, Unocal #5399, Arco #6131, Arco #1912, Thrifty #383, Arco #1905, Beacon Bay Car Wash FY, G&M #24, Arco #3085, Chevron #1921, Beacon Bay Car Wash SA, Huntington Beach Arco, Shell #6502, Unocal #5123, Westminster Shell, Chevron #9-5401, Thrifty #368, Unocal #5226, Unocal #5792/ConocoPhillips #5792, Arco #6036, Chevron #9-5568, Mobil 18-G6B, Mobil #18-JMY, Mobil #18-HDR, Mobil #18-HEP, Mobil #18-668, and USA #141.

ExxonMobil Oil Corporation

1. Mobil #18-G6B—9024 Warner Ave., Fountain Valley. Mobil Oil Corporation (now known as ExxonMobil Oil Corporation) owned the property at 9024 Warner Ave., including USTs, from at least 1986 to December 2003. Mobil leased the station to operators during this time. Any MTBE gasoline delivered to the station from October 30, 1992, to September 30, 1995, was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Mobil #18-G6B between October 1, 1995, and January 9, 2003, contained MTBE and was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Mobil-branded gasoline was sold at the station throughout the relevant time-period.

2. Mobil #18-HDR—3195 Harbor Blvd., Costa Mesa. Mobil Oil Corporation leased the property at 3195 Harbor Blvd., from at least 1986 to December 2003. Mobil owned the USTs at this station during this time. Mobil in turn leased the station to operators during this time. Any MTBE gasoline delivered to the station from October 29, 1992, to September 30, 1995, was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Not all gasoline

supplied during this time period, however, contained MTBE. All gasoline delivered to Mobil #18-HDR between October 1, 1995, and January 20, 2003, contained MTBE and was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Mobil-branded gasoline was sold at the station throughout the relevant time-period.

3. ***Mobil #18-JMY—3470 Fairview Rd., Costa Mesa.*** Mobil Oil Corporation leased the property at 3470 Fairview Rd. from 1986 through at least December 2003, and owned the USTs at this station from 1988 through at least December 2003. Mobil operated the station from 1988 until at least December 2003. Any MTBE gasoline delivered to the station from October 29, 1992, to September 30, 1995, was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Mobil #18-JMY between October 1, 1995, and January 8, 2003, contained MTBE and was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Mobil-branded gasoline was sold at the station from at least 1988 until at least December 2003.

4. ***Mobil #18-HEP—2921 S. Bristol Ave., Santa Ana.*** Mobil Oil Corporation leased the property at 2921 S. Bristol from 1968 until 1998, and owned USTs at the station from 1982 until 1998. Mobil leased the station to an operator during this time. Any MTBE gasoline delivered to the station from November 1, 1992, to September 30, 1995, was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Mobil #18-HEP between October 1, 1995, and August 31, 1998, contained MTBE and was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. From before 1986 until 1998, Mobil-branded gasoline was sold at the station.

5. ***Mobil #18-668—16230 Harbor Blvd., Santa Ana.*** Mobil Oil Corporation leased and operated the property at 16230 Harbor Blvd. from 1984 until 1993, and owned the USTs at

the station from 1984 through at least December 2003. From 1993 through the end of the relevant time period, Mobil leased operation of the station to a third party. Any MTBE gasoline delivered to the station from November 1, 1992, to September 30, 1995, was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Not all gasoline supplied during this time period, however, contained MTBE. All gasoline delivered to Mobil #18-668 between October 1, 1995, and January 19, 2003, contained MTBE and was supplied by Mobil Oil Corporation/ExxonMobil Oil Corporation. Mobil-branded gasoline was sold at the station throughout the relevant time-period.

6. Mobil makes the stipulations in Paragraphs 1-5 based on its agreement with OCWD that OCWD will not associate Mobil with the following service stations on OCWD's Second Revised Service Station Matrix: Arco #1887, G&M #4, Shell #204359403, Texaco #8520/Texaco #121608, Unocal #5376, Texaco #121681, Unocal #5399, Arco #6131, Arco #1912, Thrifty #383, Arco #1905, Beacon Bay Car Wash FY, G&M #24, Arco #3085, Chevron #1921, Beacon Bay Car Wash SA, Huntington Beach Arco, Shell #6502, Unocal #5123, Westminster Shell, Chevron #9-5401, Thrifty #368, Unocal #5226, Unocal #5792/ConocoPhillips #5792, Arco #6036, Chevron #9-5568, Exxon #4283, World Oil #39, and USA #141.

ConocoPhillips Company, individually and as successor-in-interest to Tosco Corporation and Phillips Petroleum Company ("ConocoPhillips")

1. ***Unocal #5226—6322 Westminster Avenue, Westminster.*** ConocoPhillips owned Unocal #5226, including USTs, from April 1, 1997, through the end of the relevant time period (December 31, 2003). All gasoline delivered to Unocal #5226 between April 1, 1997, and December 17, 2000, contained MTBE and was supplied by ConocoPhillips.

2. ***Unocal #5792—4002 Ball Road, Cypress.*** ConocoPhillips owned Unocal #5792, including USTs, from April 1, 1997, through the end of the relevant time period (December 31, 2003). All gasoline delivered to Unocal #5792 between April 1, 1997, and December 13, 2000, contained MTBE and was supplied by ConocoPhillips.

3. ConocoPhillips makes the stipulations in Paragraphs 1-2 above based on its agreement with OCWD that OCWD will not associate ConocoPhillips with the following service stations on OCWD's Station Matrix: Arco# 1887; G&M #4; Shell #204359403; Texaco #8520/ Texaco #121608; Unocal #5376; Exxon #4283/ Chevron #208552; Mobil #18-G6B; Texaco #121681; Unocal #5399; Mobil #18-HDR; Arco #6131; Mobil #18-JMY; Arco #1912; Thrifty #383; Arco #1905; Beacon Bay Car Wash FV; Mobil #18-HEP; G&M #24; Arco #3085; Chevron #1921; Beacon Bay Car Wash SA; Huntington Beach Arco; Shell #6502; Unocal #5123; Westminster Shell; Chevron #9-5401; Thrifty #368; Arco #6036; Chevron #9-5568; and Mobil #18-668.

Atlantic Richfield Company, BP Products North America Inc. and BP West Coast Products LLP (collectively "BP")

1. ***ARCO #1887—16742 Beach Boulevard, Huntington Beach.*** BP leased the real property at ARCO #1887 from the late summer/early fall of 1989 through October 2001. BP

owned the USTs at ARCO #1887, and leased the station to a third party, during this same time period. Any MTBE gasoline delivered to ARCO #1887 between 1989 and October, 1995 was supplied by BP. All gasoline delivered to Arco # 1887 between October 1, 1995, and October, 2001, contained MTBE and was supplied by BP. ARCO-branded gasoline was sold to this station during these time periods.

2. ***ARCO #6131—3201 Harbor Boulevard, Costa Mesa.*** BP owned the real property and USTs at ARCO #6131 from the late summer/early fall of 1989 through January 2003. BP leased the station to a third party during this same time period. Any MTBE gasoline delivered to ARCO #6131 between 1989 and October, 1995 was supplied by BP. All gasoline delivered to Arco # 6131 between October 1, 1995, and January, 2003 contained MTBE and was supplied by BP. ARCO-branded gasoline was sold to this station during these time periods.

3. ***ARCO #1912—18480 Brookhurst Street, Fountain Valley.*** BP owned the real property and USTs at ARCO #1912 from the late summer/early fall of 1989 through January 2003. BP leased the station to a third party during this same time period. Any MTBE gasoline delivered to ARCO #1912 between 1989 and October, 1995, was supplied by BP. All gasoline delivered to Arco # 1912 between October 1, 1995, and January, 2003 contained MTBE and was supplied by BP. ARCO-branded gasoline was sold to this station during these time periods.

4. ***Thrifty #383—18520 Brookhurst Street, Fountain Valley.*** BP leased the real property at Thrifty #383 from April 1, 1997, through January 2003. BP owned the USTs at

Thrifty #383, during this time period. All gasoline delivered to Thrifty #383 during this time period contained MTBE and was supplied by BP.

5. ***ARCO #1905—18025 Magnolia Street, Fountain Valley.*** BP leased the real property at ARCO #1905 from the late summer/early fall of 1989 through January 2003. BP owned the USTs at ARCO #1905, and leased the station to a third party, during this same time period. Any MTBE gasoline delivered to ARCO #1905 between 1989 and October, 1995, was supplied by BP. All gasoline delivered to Arco # 1905 between October 1, 1995, and January, 2003 contained MTBE and was supplied by BP. ARCO-branded gasoline was sold at this station during these time periods.

6. ***ARCO #3085—3361 South Bristol Street, Santa Ana.*** BP leased the real property at ARCO #3085 from the late summer/early fall of 1989 through February 1997. BP owned the USTs at ARCO #3085, and leased the station to a third party, during this same time period. Any MTBE gasoline delivered to ARCO# 3085 between 1989 and October, 1995, was supplied by BP. All gasoline delivered to ARCO 3085 between October, 1995 and February 1997, contained MTBE and was supplied by BP. ARCO-branded gasoline was sold at this station during these time periods.

7. ***Huntington Beach ARCO—6002 Bolsa Avenue, Huntington Beach.*** Any MTBE gasoline delivered to Huntington Beach ARCO between April 11, 1990, and October, 1995, was supplied by BP. All gasoline delivered to Huntington Beach Arco between October,

1995 and January 2003 was supplied by BP. ARCO-branded gasoline was sold at this station during these time periods.

8. ***Thrifty #368—6311 Westminster Boulevard, Westminster.*** BP leased the real property at Thrifty #368 from April 30, 1997 through January 2003. BP owned the USTs at Thrifty #368 during the same time period. All gasoline delivered to Thrifty #368 between April 30, 1997 and January 2003 contained MTBE and was supplied by BP.

9. ***ARCO #6036—13142 Goldenwest Street, Westminster.*** BP owned the real property and USTs at ARCO #6036 from the late summer/early fall of 1989 through January 2003. BP leased the station to a third party during this same time period. Any MTBE gasoline delivered to ARCO #6036 between 1989 and October, 1995, was supplied by BP. All gasoline delivered to ARCO # 6036 between October 1, 1995 and January 2003, contained MTBE and was supplied by BP. ARCO-branded gasoline was sold at this station during these time periods.

10. ***World Oil #39—3450 West Ball Road, Anaheim.*** Any MTBE gasoline delivered to World Oil #39 between late summer/early fall of 1989 and the end of 1993 was supplied by BP. ARCO-branded gasoline was sold at this station during this time period.

11. BP makes the stipulations in Paragraphs 1-10 based on its agreement with OCWD that OCWD will not associate BP with the following service stations on OCWD's Station Matrix: G&M #4; Texaco #8520/Texaco #121608; Shell #204359403; Unocal #5376; Exxon #4283/Chevron #208552; Mobil #18-G6B; Unocal #5399; Texaco #121681; Mobil #18-HDR;

Mobil #18-JMY; Beacon Bay Car Wash Fountain Valley; Mobil #18-HEP; G&M #24; Chevron #1921; Beacon Bay Car Wash Santa Ana; Unocal #5123; Shell #6502; Westminster Shell; Chevron #9-5401; Unocal #5226; Unocal #5792/ConocoPhillips #5792; Chevron #9-5568; and Mobil #18-668.

SO STIPULATED.

Dated: June 6, 2014

MILLER & AXLINE

By: 
Duane Miller/Michael Axline
Attorney for Plaintiff OCWD

Dated: June 6, 2014

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By: _____
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and Union Oil Company of California*

Dated: June 6, 2014

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Mobil #18-JMY; Beacon Bay Car Wash Fountain Valley; Mobil #18-HEP; G&M #24; Chevron #1921; Beacon Bay Car Wash Santa Ana; Unocal #5123; Shell #6502; Westminster Shell; Chevron #9-5401; Unocal #5226; Unocal #5792/ConocoPhillips #5792; Chevron #9-5568; and Mobil #18-668.

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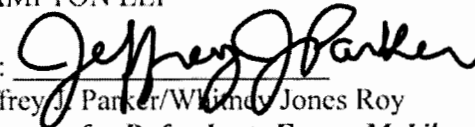
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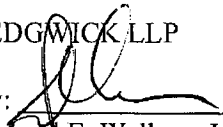
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Dated: June 6, 2014

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Company*

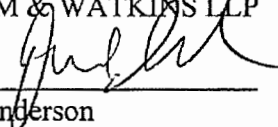
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Dated: June 6, 2014

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CORPORATION and Phillips Petroleum
Company*